

2002

990-PF

Form
Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation
Note: The organization may be able to use a copy of this return to satisfy state reporting requirementsFor calendar year 2002, or tax year beginning 12/01, 2002, and ending 11/30/2003
G Check all that apply Initial return Final return Amended return Address change Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of organization

THE ANSCHUTZ FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

1727 TREMONT PLACE

City or town, state, and ZIP code

DENVER, CO 80202

A Employer identification number

74-2316617

B Telephone number (see page 10 of the instructions)

(303) 308-8220

C If exemption application is pending, check here

D 1 Foreign organizations, check here

2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) **410,970,314.**
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
2	Distributions from split-interest trusts				
3	Interest on savings and temporary cash investments	186,217.	186,217.		STMT 1
4	Dividends and interest from securities	12,832,309.	12,832,309.		STMT 2
5a	Gross rents				
b	(Net rental income or (loss))				
6a	Net gain or (loss) from sale of assets not on line 10	-758,591.			
b	Gross sales price for all assets on line 6a	328,499,898.			
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	45,118.	45,118.		STMT 3
12	Total. Add lines 1 through 11	12,305,053.	13,063,644.		
13	Compensation of officers, directors, trustees, etc	196,119.	19,612.		176,507.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	5,606.	NONE	NONE	5,606.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	1,247,884.	1,239,719.		8,165.
17	Interest				
18	Taxes (attach schedule) (see page 13 of the instructions)	282,728.	271,248.		11,480.
19	Depreciation (attach schedule) and depletion	2,891.	289.		
20	Occupancy				
21	Travel, conferences, and meetings	532.	54.		478.
22	Printing and publications	358.			358.
23	Other expenses (attach schedule)	393,808.	384,457.		9,351.
24	Total operating and administrative expenses. Add lines 13 through 23	2,129,926.	1,915,379.	NONE	211,945.
25	Contributions, gifts, grants paid	20,709,788.			20,709,788.
26	Total expenses and disbursements. Add lines 24 and 25	22,839,714.	1,915,379.	NONE	20,921,733.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-10,534,661.			
b	Net investment income (if negative, enter -0-)		11,148,265.		
c	Adjusted net income (if negative, enter -0-)				

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OCT 15 2004

INTERNAL REVENUE SERVICE
DGE ID # 840225SCANNED OCT 20 2004
Operating and Administrative Expenses

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets

1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	18,885,974.	24,474,231.	24,474,231.
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges STMT 8.	841,139.	229,975.	229,975.
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) . STMT 9.	321,024,850.	251,235,236.	278,753,766.
c	Investments - corporate bonds (attach schedule) STMT 10.	123,649,851.	88,718,131.	92,113,883.
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶	21,558. 21,558.		
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 11.	7,599,766.	14,466,019.	15,398,459.
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see page 16 of the instructions Also, see page 1, item I)	472,004,471.	379,123,592.	410,970,314.

Liabilities

17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			

Net Assets or Fund Balances

	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund	335,154,472.	335,154,472.	
29	Retained earnings, accumulated income, endowment, or other funds	136,849,999.	43,969,120.	
30	Total net assets or fund balances (see page 16 of the instructions)	472,004,471.	379,123,592.	
31	Total liabilities and net assets/fund balances (see page 16 of the instructions)	472,004,471.	379,123,592.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	472,004,471.
2	Enter amount from Part I, line 27a	2	-10,534,661.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	461,469,810.
5	Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 12</u>	5	82,346,218.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	379,123,592.

Form 990-PF (2002)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-758,591.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 12 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? . . . ☐ Yes ☒ No
 If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 17 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2001	23,240,723.	407,387,867.	0.05704814719
2000	24,198,744.	495,457,846.	0.04884117629
1999	13,887,070.	510,046,626.	0.02722705983
1998	5,198,646.	283,461,891.	0.01833984096
1997	2,840,384.	125,137,743.	0.02269806001
2 Total of line 1, column (d)			2 0.17415428428
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.03483085686
4 Enter the net value of noncharitable-use assets for 2002 from Part X, line 5			4 383,659,182.
5 Multiply line 4 by line 3			5 13,363,178.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 111,483.
7 Add lines 5 and 6			7 13,474,661.
8 Enter qualifying distributions from Part XII, line 4			8 20,921,733.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 17.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 17 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)	1	111,483.
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	
c	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	3	111,483.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
3	Add lines 1 and 2	5	111,483.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6a	229,975.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6b	NONE
6	Credits/Payments	6c	NONE
a	2002 estimated tax payments and 2001 overpayment credited to 2002	6d	
b	Exempt foreign organizations - tax withheld at source	7	229,975.
c	Tax paid with application for extension of time to file (Form 8868)	8	
d	Backup withholding erroneously withheld	9	
7	Total credits and payments. Add lines 6a through 6d	10	118,492.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	11	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be Credited to 2003 estimated tax 118,492. Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 18 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities		X
1c Did the organization file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the organization \$ <u>NONE</u> (2) On organization managers \$ <u>NONE</u>		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers \$ <u>NONE</u>		
2 Has the organization engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the organization have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <u>COLORADO</u>		
b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2002 or the taxable year beginning in 2002 (see instructions for Part XIV on page 25)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address <u>N/A</u>	X	
12 The books are in care of <u>THE ANSCHUTZ CORPORATION</u> Telephone no <u>303-298-1000</u> Located at <u>555 17TH ST, SUITE 2400, DENVER, CO</u> ZIP+4 <u>80202</u>		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>13</u>		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1 a During the year did the organization (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)?	1 b	X
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	
c Did the organization engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2002?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2002, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2002?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years		
b Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 19 of the instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3 a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2002 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 2002)	3 b	N/A
4 a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2002?	4 b	X
5 a During the year did the organization pay or incur any amount to		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	5 b	X
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	
c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6 a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6 b	X
If you answered "Yes" to 6b, also file Form 8870		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions):**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		196,119.	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 20 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 **NONE****3 Five highest-paid independent contractors for professional services - (see page 20 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services **NONE****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 21 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
All other program-related investments See page 21 of the instructions		
3	NONE	
Total. Add lines 1 through 3		

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 21 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	373,835,877.
b	Average of monthly cash balances	1b	15,333,210.
c	Fair market value of all other assets (see page 22 of the instructions)	1c	332,621.
d	Total (add lines 1a, b, and c)	1d	389,501,708.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	389,501,708.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 22 of the instructions)	4	5,842,526.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	383,659,182.
6	Minimum investment return. Enter 5% of line 5	6	19,182,959.

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	19,182,959.
2a	Tax on investment income for 2002 from Part VI, line 5	2a	111,483.
b	Income tax for 2002 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	111,483.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	19,071,476.
4a	Recoveries of amounts treated as qualifying distributions	4a	NONE
b	Income distributions from section 4947(a)(2) trusts	4b	
c	Add lines 4a and 4b	4c	NONE
5	Add lines 3 and 4c	5	19,071,476.
6	Deduction from distributable amount (see page 23 of the instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	19,071,476.

Part XII Qualifying Distributions (see page 23 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	20,921,733.
b	Program-related investments - Total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	20,921,733.
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	111,483.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,810,250.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 24 of the instructions)

	(a) Corpus	(b) Years prior to 2001	(c) 2001	(d) 2002
1 Distributable amount for 2002 from Part XI, line 7				19,071,476.
2 Undistributed income, if any, as of the end of 2001				
a Enter amount for 2001 only			18,546,726.	
b Total for prior years		NONE		
3 Excess distributions carryover, if any, to 2002				
a From 1997	NONE			
b From 1998	NONE			
c From 1999	NONE			
d From 2000	NONE			
e From 2001	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2002 from Part XII, line 4 \$ 20,921,733.				
a Applied to 2001, but not more than line 2a			18,546,726.	
b Applied to undistributed income of prior years (Election required - see page 24 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 24 of the instructions)	NONE			
d Applied to 2002 distributable amount				2,375,007.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2002 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 24 of the instructions		NONE		
e Undistributed income for 2001 Subtract line 4a from line 2a Taxable amount - see page 24 of the instructions				
f Undistributed income for 2002 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2003				16,696,469.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 24 of the instructions)	NONE			
8 Excess distributions carryover from 1997 not applied on line 5 or line 7 (see page 25 of the instructions)	NONE			
9 Excess distributions carryover to 2003. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 1998	NONE			
b Excess from 1999	NONE			
c Excess from 2000	NONE			
d Excess from 2001	NONE			
e Excess from 2002	NONE			

Form 990-PF (2002)

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2002, enter the date of the ruling

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 25 of the instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds

If the organization makes gifts, grants, etc. (see page 25 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 15

- b** The form in which applications should be submitted and information and materials they should include

SEE ATTACHED SCHEDULE

- c** Any submission deadlines

SEE ATTACHED SCHEDULE

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors SEE ATTACHED SCHEDULE

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE				20,709,788.
Total			▶ 3a	20,709,788.
b Approved for future payment				
Total			▶ 3b	

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | X |
| 1a(2) | | X |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

2 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- (c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Title

Preparer's SSN or PTIN
(See **Signature** on page 28
of the instructions)

EIN

Phone no

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
24953789.		STOCK HELD BY SSB/LORD ABBETT PROPERTY TYPE: SECURITIES 25491973.				P	VARIOUS -538,184.	VARIOUS
12722342.		STOCK HELD BY SSB/MONTAG & CALDWELL PROPERTY TYPE: SECURITIES 13711753.				P	VARIOUS -989,411.	VARIOUS
11038553.		STOCK HELD BY SSB/KAYNE ANDERSON PROPERTY TYPE: SECURITIES 12637149.				P	VARIOUS -1598596.	VARIOUS
5,325,716.		STOCK HELD BY SSB/LAZARD PROPERTY TYPE: SECURITIES 5,804,679.				P	VARIOUS -478,963.	VARIOUS
13274375.		STOCK HELD BY SSB/INVESCO NAM PROPERTY TYPE: SECURITIES 16455339.				P	VARIOUS -3180964.	VARIOUS
20357885.		BONDS HELD BY SSB/MCKAY PROPERTY TYPE: SECURITIES 20292836.				P	VARIOUS 65,049.	VARIOUS
44937808.		BONDS HELD BY SSB/TCW PROPERTY TYPE: SECURITIES 44273590.				P	VARIOUS 664,218.	VARIOUS
116385693.		BONDS HELD BY SSB/LOOMIS SAYLES PROPERTY TYPE: SECURITIES 100485901.				P	VARIOUS 15899792.	VARIOUS
10943697.		STOCK HELD BY BLACK DIAMOND LTD PROPERTY TYPE: SECURITIES 10000000.				P	VARIOUS 943,697.	VARIOUS
		LONG-TERM CAP GAIN FROM PASS THROUGH ENT PROPERTY TYPE: OTHER 404,583.				P	VARIOUS -404,583.	VARIOUS
		SHORT-TERM CAP GAIN FROM PASS THROUGH EN PROPERTY TYPE: OTHER 26,603.				P	VARIOUS -26,603.	VARIOUS

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
68560040.		BONDS HELD BY METROPOLITAN WEST ASSET MA PROPERTY TYPE: SECURITIES 79674083.				P	VARIOUS -11114043.	VARIOUS
TOTAL GAIN (LOSS)					----- -758,591. =====	

**Return by a Shareholder of a Passive Foreign
Investment Company or Qualified Electing Fund**
See separate instructions.

OMB No 1545-1002

Attachment
Sequence No **69**

Name of shareholder The Anschutz Foundation		Identifying number (see page 2 of instructions) 74-2316617
Number, street, and room or suite no. (If a P O box, see page 2 of instructions) 1727 Tremont Place		Shareholder tax year: calendar year _____ or other tax year beginning 12/01/2002 and ending 11/30/0223
City or town, state, and ZIP code or country Denver, CO 80202		
Check type of shareholder filing the return: <input type="checkbox"/> Individual <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> S Corporation <input type="checkbox"/> Nongrantor Trust <input type="checkbox"/> Estate		
Name of passive foreign investment company (PFIC) or qualified electing fund (QEF) See Attachment		Employer identification number (if any)
Address (Enter number, street, city or town, and country)		Tax year of company or fund: calendar year _____ or other tax year beginning _____ and ending _____

Part I Elections (See instructions.)

- A** ☐ **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. *Complete lines 1a through 2c of Part II*
- B** ☐ **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. *Enter gain or loss on line 10f of Part IV.*
- C** ☐ **Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. *Enter this amount on line 10e.*
- D** ☐ **Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. *Complete lines 3a through 4c of Part II to calculate the tax that may be deferred.*
Note: If any portion of line 1a or line 2a of Part II is includible under section 551 or 951, you may **not** make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.
- E** ☐ **Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a). *Enter gain on line 10f of Part IV.*
- F** ☐ **Election To Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). *Complete Part III.*

Part II Income From a Qualified Electing Fund (QEF). All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c. (See page 5 of instructions.)

1a Enter your pro rata share of the ordinary earnings of the QEF	1a		
b Enter the portion of line 1a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	1b		
c Subtract line 1b from line 1a. Enter this amount on your tax return as dividend income		1c	0.00
2a Enter your pro rata share of the total net capital gain of the QEF	2a		
b Enter the portion of line 2a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	2b		
c Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.)		2c	0.00
3a Add lines 1c and 2c		3a	0.00
b Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.)	3b		
c Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year	3c		
d Add lines 3b and 3c		3d	0.00
e Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets)		3e	0.00
Important: If line 3e is greater than zero, and no portion of line 1a or 2a is includible in income under section 551 or 951, you may make Election D with respect to the amount on line 3e.			
4a Enter the total tax for the tax year. (See instructions.)	4a		
b Enter the total tax for the tax year determined without regard to the amount entered on line 3e	4b		
c Subtract line 4b from line 4a. This is the deferred tax, the time for payment of which is extended by making Election D. See instructions.		4c	0.00

Part III Gain or (Loss) From Mark-to-Market Election (See page 5 of instructions.)

5	Enter the fair market value of your PFIC stock at the end of the tax year	5	
6	Enter your adjusted basis in the stock at the end of the tax year	6	
7	Excess. Subtract line 6 from line 5. If a gain, stop here. Include this amount as ordinary income on your tax return. If a loss, go to line 8	7	0.00
8	Enter any unreversed inclusions (as defined in section 1296(d)). See instructions	8	
9	Enter the smaller of line 7 or line 8. Include this amount as an ordinary loss on your tax return	9	0.00

Part IV Distributions and Disposition of Stock in a Section 1291 Fund (See page 6 of instructions.)Complete a **separate** Part IV for each excess distribution.

10a	Enter your total distributions from the PFIC during the current tax year. If the holding period of the PFIC stock began in the current tax year, this amount is dividend income to the extent there are accumulated earnings and profits	10a	
b	Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the company for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year)	10b	
c	Divide line 10b by 3. (See instructions if the number of preceding tax years is less than 3.)	10c	0.00
d	Multiply line 10c by 125%. Enter the lesser of line 10a or line 10d as a dividend on your income tax return	10d	0.00
e	Subtract line 10d from line 10a. This amount, if more than zero, is the total excess distribution. If zero or less and you did not dispose of stock during the tax year, do not complete the rest of Part IV. See instructions if you received more than one distribution during the current tax year	10e	0.00
f	Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 11. If a loss, show it in brackets and do not complete line 11	10f	
11a	Attach a statement for each distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution to each day in your holding period. Add all amounts that are allocated to days in each tax year		
b	Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years). Enter these amounts on your income tax return as other income	11b	
c	Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions.)	11c	
d	Foreign tax credit. (See instructions.)	11d	
e	Subtract line 11d from line 11c. Enter this amount on your income tax return as "additional tax." (See instructions.)	11e	0.00
f	Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621. Enter the aggregate amount of interest here. (See instructions.)	11f	

Part V Status of Prior Year Section 1294 Elections and Termination of Section 1294 ElectionsComplete a **separate** column for each outstanding election. Complete lines 9 and 10 only if there is a partial termination of the section 1294 election.

	(i)	(ii)	(iii)	(iv)	(v)	(vi)
1 Tax year of outstanding election	-----	-----	-----	-----	-----	-----
2 Undistributed earnings to which the election relates						
3 Deferred tax						
4 Interest accrued on deferred tax (line 3) as of the filing date						
5 Event terminating election						
6 Earnings distributed or deemed distributed during the tax year						
7 Deferred tax due with this return						
8 Accrued interest due with this return						
9 Deferred tax outstanding after partial termination of election						
10 Interest accrued after partial termination of election						

WSW 1996 BUYOUT FUND, L.P.
EIN: 13-3867655
SCHEDULE K-1 SUPPORTING SCHEDULE FORM 8621
FYE DECEMBER 31, 2002

Partner Number: 81
Partner Name: THE ANSCHUTZ FOUNDATION
Partner EIN/SS#: 74-2316617

	Note (1)	Note (2)	Note (3)
Name & Address of PFIC	Line 1a	Line 2a	Line 3b
GRUPO MVS CAPITAL, S. DE R.L. DE C.V. CRESCENT COURT, SUITE 1600 DALLAS, TX 75201 PFIC EIN: N/A TAX YEAR: 01/01/2002 - 12/31/2002	675	-184	NONE
PHARBIL BETEILIGUNGSGESELLSCHAFT MBH-C/O CREDIT SUISSE FIRST BOSTON NIEDER LASSUNG FRANKFURT, MAIN TOWER NEUE MAINZERE LANDSTR., 52, 60311 FRANKFURT/MAIN PFIC EIN: N/A TAX YEAR: 01/01/2002 - 12/31/2002	NONE	NONE	NONE

NOTES:

- (1) These amounts are included in PFIC Income on line 7 of your Schedule K-1
- (2) These amounts are included in Net Long-Term Capital Gains (Loss) on line 4e of your Schedule K-1.
- (3) These amounts represent the cash & fair market value of other property distributed or deemed distributed from the above QEF's.
- (4) Each of the PFIC's listed above will permit its shareholder's to inspect and copy the permanent books of account, records and such other documents maintained by the PFIC that are necessary to establish that the PFIC's ordinary earnings and net capital gains, as provided in §1293(e) of the U.S. Internal Revenue Code are computed in accordance with U.S. income tax principles.

The Anschutz Foundation		74-2316617	
(a) Tax Shelter Name		(b) Tax Shelter Registration Number (11-digit number)	(c) Tax Shelter Identifying Number
1	Abry Broadcast Partners III, L.P.	97042000063	04-3350018
2			
3			
4			
5			
6			
7			
8			
9			
10			

General Instructions

Section references are to the Internal Revenue Code

Purpose of Form

Use Form 8271 to report the tax shelter registration number the IRS assigns to certain tax shelters required to be registered under section 6111 ("registration-required tax shelters") and to report the name identifying number of the tax shelter. This information must be reported even if the particular interest is producing net income for the filer of Form 8271. Use additional forms to report more than 10 tax shelter registration numbers.

Note: A tax shelter registration number does not indicate that the tax shelter or its claimed tax benefits have been reviewed, examined, or approved by the IRS.

Who Must File

Any person claiming or reporting any deduction, loss, credit, or other tax benefit, or reporting any income on any tax return from an interest purchased or otherwise acquired in a registration-required tax shelter must file Form 8271. If you are an investor in a partnership or an S corporation, look at item G, Schedule K-1 (Form 1065), or item C, Schedule K-1 (Form 1120S). If a tax shelter registration number or the words "Applied for" appear there, then the entity is a registration-required tax shelter. If the interest is purchased or otherwise acquired by a pass-through entity, both the pass-through entity and its partners, shareholders, or beneficiaries must file Form 8271.

A pass-through entity that is the registration-required tax shelter does not have to prepare Form 8271 and give copies to its partners, shareholders, or beneficiaries unless the pass-through entity itself has invested in a registration-required tax shelter.

In certain cases, a tax shelter that does not expect to reduce the cumulative tax liability of any investor during the 5-year period ending after the date the investment is first offered for sale may be considered a "projected income investment." Such a tax shelter will not have to register, and thus not have to furnish a tax shelter registration number to investors, unless and until it ceases to be a projected income investment. It is possible, therefore, that you may not be furnished a tax shelter registration number, and not have to report it, for several years after you purchase or otherwise acquire your interest in the tax shelter. If you are later furnished a tax shelter registration number because the tax shelter ceased to be a projected income investment, follow these instructions. However, you must file Form 8271 only for tax years ending on or after the date the tax shelter ceases to be a projected income investment.

Note: Even if you have an interest in a registration-required tax shelter, you do not have to file Form 8271 if you did not claim or report any deduction, loss, credit, or other tax benefit, or report any income on your tax return from an interest in the registration-required tax shelter. This could occur, for example, if for a particular year you are unable to claim any portion of a loss because of the passive activity loss limitations, and that loss is the only tax item reported to you from the shelter.

Filing Form 8271

Attach Form 8271 to any return on which a deduction, loss, credit, or other tax benefit is claimed or reported, or any income reported, from an interest in a registration-required tax shelter. These returns include applications for tentative refunds (Form 1045 and 1139) and amended returns (Form 1040X and 1120X).

Furnishing Copies of Form 8271 to Investors

A pass-through entity that has invested in a registration-required tax shelter must furnish copies of its Form 8271 to its partners, shareholders, or beneficiaries.

However, in the case where (a) the pass-through entity acquired at least a 50% interest in one tax year in a registered tax shelter (and in which it had not held an interest in a prior year), and (b) the investment would not meet the definition of a tax shelter immediately following the acquisition if it had been offered for sale at that time, the pass-through entity need not distribute copies of Form 8271 to its investors. The pass-through entity alone is required to prepare Form 8271 and include it with the entity tax return.

Penalty for Not Including Registration Number on Return

A \$250 penalty will be charged for each failure to include a tax shelter registration number on a return on which it is required to be included unless the failure is due to reasonable cause.

Specific Instructions Investor's Identifying Number

Enter the social security number or employer identification number shown on the return to which this Form 8271 is attached.

Investor's Tax Year Ended

Enter the date the tax year ended for the return to which this Form 8271 is attached.

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
US BANK	22,698.	22,698.
CRG HIGH ALPHA FUND	572.	572.
NEW MILLENNIUM PARTNERS II	113.	113.
PEQUOT PRIVATE EQUITY FUND	9,950.	9,950.
SOROS PRIVATE EQUITY FUND	18,229.	18,229.
STATE STREET GLOBAL	109,835.	109,835.
WSW 1996 BUYOUT FUND LP	24,820.	24,820.
 TOTAL	 ----- 186,217.	 ----- 186,217.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESCO NET ASSET MANAGEMENT	403,076.	403,076.
SSB/KAYNE ANDERSON	359,110.	359,110.
SSB/LAZARD	914,725.	914,725.
SSB/LORD ABBETT	929,076.	929,076.
SSB/MONTAG & CALDWELL	276,352.	276,352.
SOLOMON SMITH BARNEY	9,542.	9,542.
METROPOLITAN WEST ASSET MANAGEMENT	1,149,378.	1,149,378.
SSB/LOOMIS SAYLES	2,673,048.	2,673,048.
MACKAY SHIELDS FINANCIAL CORP	2,659,797.	2,659,797.
TCW ASSET MANAGEMENT	3,458,205.	3,458,205.
	-----	-----
TOTAL	12,832,309.	12,832,309.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MISCELLANEOUS INCOME	6,540.	6,540.
ROYALTY INCOME	38,578.	38,578.
	-----	-----
TOTALS	45,118.	45,118.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL	5,606.			5,606.
	-----	-----	-----	-----
TOTALS	5,606.	NONE	NONE	5,606.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
MANAGEMENT AND CONSULTING SERV	1,247,884.	1,239,719.	8,165.
	-----	-----	-----
TOTALS	1,247,884.	1,239,719.	8,165.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
PROPERTY TAXES	711.	71.	640.
PAYROLL TAXES	11,975.	1,197.	10,778.
FOREIGN TAXES WITHHELD	158,816.	158,816.	
FEDERAL INCOME TAX ON INVSTMT	111,164.	111,164.	
OTHER BUSINESS TAXES	62.		62.
	-----	-----	-----
TOTALS	282,728.	271,248.	11,480.
	=====	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
 =====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
DATA PROCESSING	4,369.	437.	3,932.
INSURANCE	1,597.		1,597.
MAINTENANCE	2,445.		2,445.
OFFICE SUPPLIES	372.		372.
TELEPHONE	1,022.	102.	920.
OTHER MISCELLANEOUS EXPENSES	94.	9.	85.
CRG HIGH ALPHA FUND K-1	190,876.	190,876.	
NEW MILLENIUM PARTNERS K-1	7,691.	7,691.	
PEQUOT PRIV EQUITY FUND K-1	40,567.	40,567.	
SOROS PRIVATE EQUITY FUND K-1	96,597.	96,597.	
STATE STREET GLOBAL K-1	31,370.	31,370.	
WSW96 BUYOUT FUND K-1	16,808.	16,808.	
	-----	-----	-----
TOTALS	393,808.	384,457.	9,351.
	=====	=====	=====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION

PREPAID FEDERAL TAXES	229,975.	229,975.
	-----	-----
TOTALS	229,975.	229,975.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
HELD BY GOLDEN TREE	10,000,000.	10,847,555.
HELD BY SSB/INVESCO-NAM	25,999,264.	25,727,353.
HELD BY IRONWOOD INT'L	13,471,848.	13,471,848.
HELD BY SSB/KAYNE ANDERSON	38,136,915.	50,438,263.
HELD BY SSB/LAZARD	29,303,264.	30,775,412.
HELD BY LIGHTHOUSE DIVERSIFIED	13,471,848.	13,471,848.
HELD BY SSB/LORD ABBETT	48,512,380.	55,265,912.
HELD BY SSB/MONTAG & CALDWELL	15,061,000.	16,201,952.
HELD BY TAHOMA INT'L	57,278,717.	62,553,623.
HELD BY BLACK DIAMOND	NONE	NONE
HELD BY SALOMON SMITH BARNEY	NONE	NONE
	-----	-----
TOTALS	251,235,236.	278,753,766.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
HELD BY SSB/MCKAY SHIELDS	33,260,013.	35,239,510.
HELD BY SSB/METROPOLITAN WEST	34,600,626.	36,112,946.
HELD BY SSB/TCW	20,857,492.	20,761,427.
HELD BY SSB/LOOMIS SAYLES	NONE	NONE
	-----	-----
TOTALS	88,718,131.	92,113,883.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
PASS THROUGH ENTITIES	14,391,019.	15,323,459.
EBONDTRADE.COM	75,000.	75,000.
	-----	-----
TOTALS	14,466,019.	15,398,459.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

PY BOOK/TAX DIFFERENCES

10,826,292.

BOOK LOSS ON STOCK CONTRIBUTED TO UNIV

71,519,926.

TOTAL

82,346,218.

=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
PHILIP F. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	CHAIRMAN NOMINAL	NONE	NONE	NONE
NANCY P. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	PRESIDENT NOMINAL	NONE	NONE	NONE
CANNON Y. HARVEY 1727 TREMONT PLACE DENVER, CO 80202	VICE PRESIDENT NOMINAL	NONE	NONE	NONE
CRAIG D. SLATER 1727 TREMONT PLACE DENVER, CO 80202	SECRETARY/TREASURER NOMINAL	NONE	NONE	NONE
M. LAVOY ROBISON 1727 TREMONT PLACE DENVER, CO 80202	EXECUTIVE DIRECTOR FULLTIME	156,876.	NONE	NONE
SARAH A. HUNT 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 4-8	2,577.	NONE	NONE
CHRISTIAN P. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 4-8	18,333.	NONE	NONE
ELIZABETH S. BROWN 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 4-8	18,333.	NONE	NONE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
DONALD J. HOPKINS 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR NOMINAL	NONE	NONE	NONE
PAMELA S. KALSTROM 1727 TREMONT PLACE DENVER, CO 80202	ASSISTANT VICE PRES NOMINAL	NONE	NONE	NONE
JUDITH A. PAISLEY 1727 TREMONT PLACE DENVER, CO 80202	ASST SECRETARY NOMINAL	NONE	NONE	NONE
	GRAND TOTALS	----- 196,119. =====	----- NONE =====	----- NONE =====

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS
=====

M. LAVOY ROBISON, EXECUTIVE DIRECTOR
1727 TREMONT PLACE, DENVER, CO 80202 (303)308-8220

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**▶ Attach to Form 1041 (or Form 5227). See the separate instructions for
Form 1041 (or Form 5227).

OMB No 1545-0092

2002

Name of estate or trust

Employer identification number

THE ANSCHUTZ FOUNDATION**74-2316617****Note:** Form 5227 filers need to complete **only** Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example, 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 31)	(f) Gain or (Loss) (col (d) less col (e))
1					
SEE STATEMENT 1				26,603.	-26,603.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2001 Capital Loss Carryover Worksheet			4	()
5	Net short-term gain or (loss). Combine lines 1 through 4 in column (f) Enter here and on line 14 below ▶			5	-26,603.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example, 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 31)	(f) Gain or (Loss) (col (d) less col (e))	(g) 28% Rate Gain or (Loss) *(see instr. below)
6						
SEE STATEMENT 2			328,499,898.	329,231,886.	-731,988.	NONE
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			7		
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts			8		
9	Capital gain distributions			9		
10	Gain from Form 4797, Part I			10		
11	Long-term capital loss carryover Enter in both columns (f) and (g) the amount, if any, from line 14, of the 2001 Capital Loss Carryover Worksheet			11	() ()	
12	Combine lines 6 through 11 in column (g).			12		
13	Net long-term gain or (loss). Combine lines 6 through 11 in column (f) Enter here and on line 15 below ▶			13	-731,988.	

***28% rate gain or loss** includes all "collectibles gains and losses" (as defined on page 31 of the instructions) and up to 50% of the eligible gain on qualified small business stock (see page 30 of the instructions)**Part III Summary of Parts I and II**

	(1) Beneficiaries' (see page 32)	(2) Estate's or trust's	(3) Total
14 Net short-term gain or (loss) (from line 5 above).	14		-26,603.
15 Net long-term gain or (loss):			
a Total for year (from line 13 above).	15a		-731,988.
b 28% rate gain or (loss) (from line 12 above).	15b		
c Qualified 5 - year gain	15c		
d Unrecaptured section 1250 gain (see line 17 of the worksheet on page 33).	15d		
16 Total net gain or (loss). Combine lines 14 and 15a ▶	16		-758,591.

Note: If line 16, column (3), is a net gain, enter the gain on Form 1041, line 4. If lines 15a and 16, column (2), are net gains, go to Part V, and do not complete Part IV. If line 16, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2002

Part IV Capital Loss Limitation**17** Enter here and enter as a (loss) on Form 1041, line 4, the **smaller** of**a** The loss on line 16, column (3) **or****b** \$3,000**17** (3,000)*If the loss on line 16, column (3), is more than \$3,000, or if Form 1041, page 1, line 22, is a loss, complete the **Capital Loss Carryover Worksheet** on page 34 of the instructions to determine your capital loss carryover.***Part V Tax Computation Using Maximum Capital Gains Rates** (Complete this part **only** if both lines 15a and 16 in column (2) are gains, and Form 1041, line 22 is more than zero.)**Note:** *If line 15b, column (2) or line 15d, column (2) is more than zero, complete the worksheet on page 35 of the instructions to figure the amount to enter on lines 20 and 38 below and skip all other lines below. Otherwise, go to line 18.*

18 Enter taxable income from Form 1041, line 22	18		
19 Enter the smaller of line 15a or 16 in column (2)	19		
20 If the estate or trust is filing Form 4952, enter the amount from line 4e; otherwise, enter -0- ▶	20		
21 Subtract line 20 from line 19. If zero or less, enter -0-	21		
22 Subtract line 21 from line 18. If zero or less, enter -0-	22		
23 Figure the tax on the amount on line 22. Use the 2002 Tax Rate Schedule on page 21 of the instructions	23		
24 Enter the smaller of the amount on line 18 or \$1,850	24		
If line 24 is greater than line 22, go to line 25. Otherwise, skip lines 25 through 31 and go to line 32.			
25 Enter the amount from line 22	25		
26 Subtract line 25 from line 24. If zero or less, enter -0- and go to line 32.	26		
27 Enter the estate's or trust's allocable portion of qualified 5-year gain, if any, from line 15c, column (2)	27		
28 Enter the smaller of line 26 or line 27.	28		
29 Multiply line 28 by 8% (.08)	29		
30 Subtract line 28 from line 26	30		
31 Multiply line 30 by 10% (.10)	31		
If the amounts on lines 21 and 26 are the same, skip lines 32 through 35 and go to line 36.			
32 Enter the smaller of line 18 or line 21	32		
33 Enter the amount, if any, from line 26	33		
34 Subtract line 33 from line 32	34		
35 Multiply line 34 by 20% (.20)	35		
36 Add lines 23, 29, 31, and 35	36		
37 Figure the tax on the amount on line 18. Use the 2002 Tax Rate Schedule on page 21 of the instructions	37		
38 Tax on all taxable income (including capital gains). Enter the smaller of line 36 or line 37 here and on line 1a of Schedule G, Form 1041.	38		

Schedule D (Form 1041) 2002

74-2316617

JSA

74-2316617

JSA

THE ANSCHUTZ FOUNDATION

Grant Application Information

The Anschutz Foundation operates as a general purpose foundation whose primary focus is media projects or programs that promote traditional family values and programs that assist the underprivileged. The Foundation will generally not make grants to the same organization for more than two consecutive years, and the Foundation does not make donations to individuals.

Proposal deadlines are February 1, June 1 and September 1 each year.

Applications should be sent to

Mr. LaVoy Robison
Executive Director
The Anschutz Foundation
1727 Tremont Pl
Denver, CO 80202
(303) 308-8220

Realizing that the cost of preparing a grant proposal can be a major expense, the Foundation recommends that the applicant send a two or three page letter summarizing the funding grant request. The Foundation will use this cover letter as part of its screening process. The cover letter should contain the following items:

- Name of organization as recognized by the Internal Revenue Service
- Address and telephone number.
- Brief history and purpose of organization.
- Copy of tax status 501(c)(3) letter from the IRS
- Estimate of costs and amount requested of the Foundation
- Sources of other funding: a) where have you received previous funding, b) other foundations/corporations to whom you have submitted requests for funding for this project/year. Major donors
- Plans for cooperation with other institutions or organizations.
- Signature and title of project director and chief administrator (President, Executive Director, or other).
- Please enclose a list of the organization's governing and advisory board members with addresses and telephone numbers
- Include any other information you feel necessary to the proper consideration of your request.
- Financial statements, audited if available.

Upon review of your letter, a member of the Foundation staff may contact you for further information.

Your request will remain under consideration until you receive notification that it has been either denied or awarded.

Grants Awarded
December 1, 2002 through November 30, 2003

<u>Organization Name</u>	<u>Description</u>	<u>Grant Amount</u>
2Xtreme, Inc.	General operating support	\$10,000
Adoption Exchange	Project support	\$20,000
Agape Christian Church	Project support	\$3,900
All Aboard Westcliffe	General operating support	\$1,000
Alliance for Choice in Education (ACE)	Project support	\$10,000
Alpha North America	General operating support	\$400,000
America's Family	Project support	\$50,000
America's Future Foundation	General operating support	\$15,000
American Academy of Achievement Corporation	Project support	\$10,000
American Alternative Foundation, Inc.	Project support	\$10,000
American Battle Monuments Commission	Project support	\$25,000
American Museum of Natural History	General operating support	\$50,000
American Society for the Prevention of Cruelty to Animals	General operating support	\$2,000
Archdiocese of Denver	Project support	\$100,000
Benevolent Healthcare Foundation	General operating support	\$75,000
Bill of Rights Institute	General operating support	\$10,000
Blind Childrens Center, Inc	Project support	\$2,500
Blue Ribbon Coalition Inc.	General operating support	\$3,000
Boulder Emergency Squad, Inc	Project support	\$2,000
Boy Scouts of America	General operating support	\$20,000
Boys and Girls Clubs of Metro Denver	Project support	\$80,500
Brown Family Foundation	General operating support	\$50,000
Canine Companions for Independence, Inc.	General operating support	\$2,500
Capital Research Center	General operating support	\$10,000
Cate School	General operating support	\$2,500
Cenikor Foundation, Inc	Project support	\$7,500
Center for First Principles	General operating support	\$11,500
Center for Neurological Diseases	General operating support	\$250
Challenge Foundation	General operating support	\$7,500

Grants Awarded
December 1, 2002 through November 30, 2003

<u>Organization Name</u>	<u>Description</u>	<u>Grant Amount</u>
Character Education Partnership, Inc	Project support	\$50,000
Cherry Hills Community Church	General operating support	\$6,000
Child Welfare League of America	Project support	\$20,000
Children's Hospital Foundation	Project support	\$3,650
Children's Hospital Research Institute	General operating support	\$15,000
Children's Museum of Denver, Inc.	Project support	\$10,000
Childrens Hospital Corporation (Boston)	Project support	\$250,000
Chrysalis Center	General operating support	\$25,000
Church of the Risen Lord	Project support	\$2,900
Citizens for a Sound Economy Education Foundation	General operating support	\$7,500
Civil Society Project	General operating support	\$5,000
Colorado Academy	General operating support	\$11,500
Colorado Council on Economic Education	General operating support	\$10,000
Colorado Historical Society	General operating support	\$2,000
Colorado Off-Highway Vehicle Coalition	General operating support	\$2,000
Colorado Seminary	General operating support	\$55,000
Colorado SIDS Program Inc	Project support	\$7,000
Colorado Symphony Association	General operating support	\$85,000
Colorado Technology Community Foundation	General operating support	\$25,000
Colorado UpLIFT	General operating support	\$20,000
Common Sense Media	General operating support	\$25,000
Compass Arts Film Academy	Project support	\$7,500
Coral Ridge Ministries Media Inc.	Project support	\$50,000
Covenant House	General operating support	\$10,000
DaySpring Family Care Center	General operating support	\$10,000
Defenders of Property Rights	General operating support	\$7,500
Deliverance Tabernacle	Project support	\$10,000
Denver Art Museum Foundation	Capital campaign	\$1,200,000
Denver Botanic Gardens	General operating support	\$10,000

Grants Awarded
December 1, 2002 through November 30, 2003

<u>Organization Name</u>	<u>Description</u>	<u>Grant Amount</u>
Denver Center for the Performing Arts	Capital campaign	\$30,000
Denver Dumb Friends League	Capital campaign	\$10,000
Denver Earth Resources Library	Capital campaign	\$1,000
Denver Foundation	Project support	\$650,000
Denver Museum of Nature & Science	Project support	\$250,000
Denver Police Officers Foundation	Project support	\$24,408
Denver Public Schools/Morey Middle School	Project support	\$10,000
Denver Rescue Mission	General operating support	\$5,000
Denver School of Science and Technology, Inc.	Project support	\$250,000
Denver Street School	General operating support	\$20,000
Developmental Services of Northwest Kansas	Project support	\$5,000
Discovery Institute	General operating support	\$70,000
Dove Foundation	General operating support	\$10,000
Dress for Success Denver Ltd	General operating support	\$2,000
Fellowship of Christian Athletes	Project support	\$25,000
Fire Works for Kids Foundation	General operating support	\$30,200
Foundation for a Better Life	General operating support	\$3,361,000
Foundation for Teaching Economics	Project support	\$5,000
Friends First, Inc	General operating support	\$10,000
Friends of Beckwith Ranch Inc.	General operating support	\$1,000
Friends of the Carnegie Cultural Museum Inc.	Project support	\$10,000
Friends of the West Custer County Library District Inc.	General operating support	\$1,000
Front Range Education Media Corporation	General operating support	\$2,000
Fund for American Studies	Project support	\$4,780
Good News Communication	Project support	\$35,000
Graland School	General operating support	\$1,500
Griffith Center Inc.	Project support	\$500
Guiding Eyes for the Blind	Project support	\$5,000
Hep C Connection	General operating support	\$5,000

Grants Awarded
December 1, 2002 through November 30, 2003

<u>Organization Name</u>	<u>Description</u>	<u>Grant Amount</u>
Heritage Foundation, Inc	General operating support	\$15,000
Heuga Center	General operating support	\$5,000
Horatio Alger Association of Distinguished Americans, Inc.	Project support	\$20,000
Hospice of Metro Denver	General operating support	\$1,500
Hospice of Saint John Foundation, Inc	Project support	\$1,000
Hunt Family Foundation	General operating support	\$50,000
Independence Institute	Project support	\$35,000
Independent Women's Forum	General operating support	\$5,000
Inner Places	General operating support	\$5,000
Institute for American Values	General operating support	\$5,000
Issues and Views	General operating support	\$7,500
Jefferson County Children's Advocacy Center	Capital project	\$75,000
Jefferson Symphony Association	Project support	\$5,000
Joint Action in Community Service, Inc.	Project support	\$5,000
Junior Achievement Inc	General operating support	\$20,000
Kansas University Endowment Association	Project Support	\$500,000
Kent Denver Country Day School	General operating support	\$11,000
Kids' Pages Cares Foundation	General operating support	\$10,000
Kings in the Community	Project support	\$1,000
Landmark Legal Foundation	General operating support	\$15,000
Latter Day Saints Charities	Project support	\$25,000
Leadership Institute	General operating support	\$7,500
Leukemia & Lymphoma Society, Inc.	General operating support	\$1,000
Life Ed	Project support	\$15,000
Light for Life Foundation International	General operating support	\$35,000
Los Angeles Galaxy Foundation	General operating support	\$20,000
Manhattan Institute for Policy Research	Project support	\$100,000
Mastermedia International	Project support	\$25,000
Meals on Wheels of Boulder	General operating support	\$5,000

Grants Awarded
December 1, 2002 through November 30, 2003

<u>Organization Name</u>	<u>Description</u>	<u>Grant Amount</u>
Media Research Center	General operating support	\$10,000
men for the cure Foundation	Project support	\$2,500
Mental Health Association of Colorado	General operating support	\$5,000
Mercatus Center Inc.	General operating support	\$15,000
Mile High Ministries	General operating support	\$10,000
Monarchs Care Foundation	General operating support	\$5,000
Montclair Academy	General operating support	\$5,000
MOPS International Inc.	General operating support	\$10,000
Morality in Media Inc	General operating support	\$10,000
National Association of Counsel for Children	General operating support	\$10,000
National Center for Policy Analysis	General operating support	\$10,000
National Coalition for the Protection of Children & Families	Project support	\$15,000
National Disaster Search Dog Foundation	Project support	\$10,000
National Fatherhood Initiative	General operating support	\$10,000
National Right to Work Legal Defense and Education Foundation, Inc	Project support	\$15,000
National Soccer Hall of Fame	General operating support	\$10,000
New Life in Christ Community Dev.	Project support	\$3,500
New York City Police Foundation, Inc.	General operating support	\$1,000
Open Door Ministries	General operating support	\$10,000
Opera Colorado	Project support	\$15,000
Pacific Research Institute For Public Policy	Project support	\$10,000
Parents Television Council Inc.	General operating support	\$10,000
Philanthropic Collaborative for Integrative Medicine	Project support	\$10,000
Philanthropy Roundtable	General operating support	\$2,500
Prison Fellowship	General operating support	\$20,000
ProLiteracy Worldwide	Project support	\$5,000
Providence Network	General operating support	\$10,000
Providers Resource Clearinghouse	Project support	\$10,000
Random Acts of Kindness Foundation	General operating support	\$292,000

Grants Awarded
December 1, 2002 through November 30, 2003

<u>Organization Name</u>	<u>Description</u>	<u>Grant Amount</u>
Rapids Community Care Foundation	General operating support	\$11,000
Religious Alliance Against Pornography	General operating support	\$10,000
Rocky Mountain Children's Law Center	General operating support	\$3,000
SafeHouse Denver, Inc	General operating support	\$18,500
Saint John's Cathedral	General operating support	\$5,000
Samaritan House	Project support	\$5,000
San Isabel Foundation	General operating support	\$1,000
Save Our Youth	Project support	\$10,500
SEI Burning Bush Fund One	General operating support	\$500,000
Sigma Chi Foundation-White Cross	Project support	\$1,000
Solid Grounds Coffee House	General operating support	\$10,000
Southeastern Legal Foundation Inc.	Project support	\$5,000
Step 13, Inc.	General operating support	\$30,000
Tax Foundation	General operating support	\$7,500
Tenth Mountain Division Hut Association	Project support	\$5,000
This Day's Thought	General operating support	\$1,000
Trinity United Methodist Church	General operating support	\$10,000
United for DC Inc.	General operating support	\$15,000
University Hospital Authority	Capital grant	\$10,500,000
University of California - Santa Barbara	Project support	\$25,000
University of Colorado Foundation	Project support	\$91,700
Volunteers of America	General operating support	\$15,000
Wet Mountain Valley Arts Council	General operating support	\$1,000
Young Audiences of Colorado	General operating support	\$32,000
Young Life	Project support	\$25,000
Youth With a Vision	General operating support	\$25,000
		<u>\$20,708,788</u>

Substantiation of Exercise of Expenditure Responsibility**The Anschutz Foundation**

TIN: 74-2316617

Tax Year Ended: 11/30/2003

Form 990-PF, Part VII-B, Line 5

The following information is provided in accordance with IRC Section 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
1. Foundation For A Better Life 1727 Tremont Place Denver, CO 8020	\$ 3,361,000	Various	General Operating Support	\$3,361,000	No	Monthly	N/A
2. Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 8020	\$ 292,000	Various	General Operating Support	\$ 292,000	No	Monthly	N/A
3. Brown Family Foundation 1727 Tremont Place Denver, CO 80202	\$ 50,000	8/12/2003	General Operating Support	\$ 18,621	No	Monthly	N/A
4. Hunt Family Foundation 1727 Tremont Place Denver, CO 80202	\$ 50,000	12/11/2002	General Operating Support	\$ 12,038	No	Monthly	N/A

FEDERAL FOOTNOTES

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PART XIII, LINE 2A: \$37,962 OF GRANTS TO THE HUNT FAMILY FOUNDATION MADE IN TAX YEARS 2000 AND 2002 WERE NOT DISTRIBUTED BY THE HUNT FAMILY FOUNDATION BY THE END OF THEIR SECOND TAX YEAR FOLLOWING RECEIPT OF THE GRANTS FROM THE ANSCHUTZ FOUNDATION. AS SUCH THE ANSCHUTZ FOUNDATION'S PRIOR YEAR QUALIFYING DISTRIBUTIONS WERE OVERSTATED AND ARE BEING CORRECTED IN THE CURRENT YEAR BY INCREASING THE 2001 UNDISTRIBUTED INCOME AMOUNT IN PART XIII FROM \$18,508,764 TO \$18,546,726.

• If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	THE ANSCHUTZ FOUNDATION	74-2316617
	Number, street, and room or suite no. If a P.O. box, see instructions	For IRS use only
	1727 TREMONT PLACE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	DENVER, CO 80202	

Check type of return to be filed (File a separate application for each return):

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-BL	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 6069	

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• If the organization does **not** have an office or place of business in the United States, check this box. ☐

• If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the **whole** group, check this box ☐. If it is for **part** of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 10/15/2004
- 5 For calendar year _____, or other tax year beginning 12/01/2002 and ending 11/30/2003
- 6 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension _____

ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

- 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. \$ 100,000.
- b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. \$ 229,975.
- c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ NONE

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature [Signature] Title CPA Date 06/11/2004

Notice to Applicant - To Be Completed by the IRS

- ☐ We **have** approved this application. Please attach this form to the organization's return.
- ☐ We **have not** approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- ☐ We **have not** approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- ☐ We **cannot consider** this application because it was filed after the due date of the return for which an extension was requested.
- ☐ Other _____

Director _____

By _____

Date _____

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name	EXTENSION APPROVED
	THE ANSCHUTZ CORPORATION, ATTN: GARY EIFERT	
	Number and street (include suite, room, or apt. no.) Or a P.O. box number	JUN 2 2004
	555 17TH STREET, SUITE 2400	
	City or town, province or state, and country (including postal or ZIP code)	FIELD DIRECTOR
	DENVER, CO 80202	SUBMISSION PROCESSING, OGD